

# FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588

Chief, Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W., Suite 100  
Washington, DC 20423-0001  
Re: Documents for Rail Recordation

Re: **Memorandum of Lease Agreement**

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated November 23, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22260.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Centre  
6250 N River Road, Suite 5000  
Rosemont, IL 60018

Lessee: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the railroad equipment covered by the enclosed document is for ninety nine (99) 50' 286 GRL Plate "F" boxcars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

  
Marcia Dunne  
Senior Documentation Specialist

Enclosures

(CSXT075)

JUL 16 2010

RECEIVED

VIA UPS 2<sup>nd</sup> DAY AIR

July 15, 2010

RECORDATION NO. 22260-0 FILED

JUL 16 '10 -4 0 0 PM

SURFACE TRANSPORTATION BOARD

JUL 16 '10 -4 0 0 PM

ASSGN. NO.: CSXT075

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD *rd*

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23 day of November, 2009, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and CSX Transportation, Inc., ("Lessee"), a Virginia corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of January 16, 1995, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 45 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of November 14, 2009 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Susan Grokulska  
Name: SUSAN GROKULSKY  
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Name: Richard F. Seymour  
Title: VICE PRESIDENT SALES & MARKETING  
Executed on this 23rd day of November, 2009.

[CORPORATE SEAL]

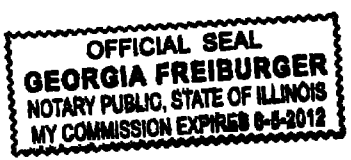
STATE OF ILLINOIS  
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 23rd day of November, 2009

[Signature]  
Notary Public

My Commission Expires:  
6-2012  
(Notary Public)



LESSEE:

CSX TRANSPORTATION, INC.

By: [Signature]

Name: Christine Mastromatteo

Title: MGR Leasing + Treasury

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this 19 day of November, 2009

[CORPORATE SEAL]

STATE OF Florida

COUNTY OF Duval

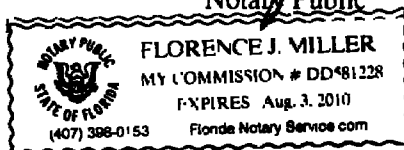
I, Florence J. Miller, a Notary Public of the County and State aforesaid, certify that Christine Mastromatteo personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 19 day of November, 2009

[Signature]  
Notary Public

Commission Expires:

Aug. 3, 2010  
(Notary Public)



**NUMBER OF CARS:**           Ninety-nine (99)

**DESCRIPTION OF CARS:**   50' 286 GRL Plate "F" boxcars with 12' doors

**CAR NUMBERS:**           NOKL 571400-571499, inclusive.